

Exhibit C

Delphi Corporation & Subsidiaries
F.E.I.N. 38-3430473
2005 Adjustment to Federal Taxable Income

This return reflects an adjustment to the 2005 Delphi Corporation & Subsidiaries Federal pro-forma return included in the 2005 Delphi Corporation and Subsidiaries Consolidated Federal income tax return as filed. The adjustment reflects the reversal of the 2005 election to capitalize R & E expenditures under I.R.C. Section 59(e). This election reverses the gross R & E capitalization reported by Delphi Corporation & Subsidiaries on its separate Federal pro-forma return.

RECONCILIATION

\$

Federal taxable income(loss) per pro-forma filed with the IRS 63,361,360

Adjustments

Reversal of 2005 R & E Capitalization – Delphi Corporation	(1,002,000,000)
Addback of 2005 Amortization – Delphi Corporation	100,200,000
Addback of Prior Years' Amortization – Delphi Corporation	336,227,112
Addback of Prior Years' Amortization – Delphi Technologies, Inc.	9,071,926
Addback of Prior Years' Amortization – Exhaust Systems, Inc.	3,198,105
Dissallowance of Charitable Contributions	<u>565,878</u>

Corrected Federal Taxable Income (489,375,619)

Further details available upon audit.